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### Correspondence; 1991-03-05; African-American TASK Force on AIDS

Catherine Collins

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CITY OF BUFFALO  
DEPARTMENT OF HUMAN RESOURCES  
DIVISION OF SUBSTANCE ABUSE SERVICES

JAMES D. GRIFFIN  
*Mayor*

Jesse Carmichael  
*Acting Director*

Donald O. Allen  
*Commissioner*

March 5, 1991

Catherine Collins, PhD.  
Assistant Academic Dean  
Erie Community City Campus  
121 Ellicott Street  
Buffalo, New York 14203

Dear TASK Force Members:

The March meeting of the African-American  
TASK Force On AIDS is scheduled for March 20,  
1991 in the third floor Board Room, Room 331,  
at 12:00 noon. *ECMC*

Please be in attendance to this meeting  
as the draft of the By-Laws will be presented  
and reviewed.

Thank you for your continued support and  
cooperation.

Sincerely,

SMT:as

Sandra Mobley-Terry  
Chairperson

CERTIFICATE OF INCORPORATION

OF

THE AIDS SERVICE PROVIDERS CONSORTIUM OF WESTERN NEW YORK, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a not-for-profit corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York, certifies:

1. NAME: The name of the corporation is: AIDS Service Providers Consortium of Western New York.

2. TYPE: The Corporation is a corporation as defined in Section 102 (a)(5) of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

3. PURPOSES: The Corporation is formed for the following charitable purposes:

- A. To develop and promote a broad community based and coordinated response to the human needs of HIV infection and the Acquired Immunodeficiency Syndrome (AIDS) in Western New York;
- B. To serve as a forum for the exchange of information between concerned agencies and individuals;
- C. To facilitate the study of emerging needs and the provision of resources needed to meet those needs;
- D. To provide mutual support to those who provide AIDS-related services in our community;
- E. To arrange, coordinate and promote meetings, conferences, and seminars, and to distribute books, articles or other materials regarding HIV infection and AIDS;
- F. To distribute net earnings from time to time for educational or charitable purposes;
- G. To do any and all other lawful acts, alone or in cooperation with other persons or organizations, which may be necessary, appropriate or incidental to accomplishing the foregoing purposes.

The foregoing objects and powers shall be construed liberally in furtherance of the corporation's purposes and it is expressly provided that, except as otherwise set forth herein,



the enumeration of specific powers shall not be held to limit or restrict in any way the general powers of the Corporation conferred by the laws of the State of New York in furtherance of its purposes.

4. LIMITATION OF PURPOSES AND POWERS: Notwithstanding the foregoing, the Corporation shall be limited in the exercise of its enumerated and general powers by the following:

A. No substantial part of the activities of the Corporation shall involve carrying on propaganda, attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office;

B. The Corporation shall not carry on any activities or make any expenditures or distributions not permitted to be carried on or made by a corporation qualifying as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954 as it now exists or as it may hereafter be amended or modified by corresponding provisions of any subsequent Federal Tax laws.

C. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered by any person or entity to or for the Corporation in the furtherance of its purposes);

D. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the total assets of the Corporation, after appropriate provision for its just debts and obligations, shall be distributed, upon the approval of the Justice of the New York Supreme Court, to such entity, organization or agency as organized and operated exclusively for non-profit, educational or charitable purposes and would then be qualified as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as it exists now or as it may hereafter be amended;

E. Nothing herein shall authorize the Corporation to undertake or carry on any of the activities specified in Section 404(b)-(u) of the Not-for-Profit Corporation Law of the State of New York herein shall authorize the Corporation to operate or maintain an institution of higher learning, to grant degrees, or offer any credit for internships.

5. MEMBERS: The Corporation shall have one or more classes of members pursuant to Section 601 of the New York State Not-for-Profit Corporation Law, and all powers and duties conferred by the laws of the State of New York upon members of not-for-profit corporations shall be vested in them.

6. DIRECTORS: The Corporation shall have no less than three (3) directors and shall comply with the provisions of Article 7 of the New York Not-for-Profit Corporation Law.

7. OFFICE: The office of the Corporation is located in \_\_\_\_\_, County of Erie and State of New York.

8. POST OFFICE ADDRESS: The Secretary of State is designated as agent of the Corporation upon whom process against it must be served. The address to which the Secretary of State shall mail a copy of any notice required by law is: \_\_\_\_\_.

9. INCORPORATORS: The name(s) and address(es) of the incorporator(s) is (are):

NAME

ADDRESS

1)

2)

[You may have only 1 incorporator, or the initial directors may perform this role.]

3)

10. APPROVAL: Prior to delivery to the Department of State for filing, all approvals or consents required by law shall be endorsed upon or annexed to this Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation on \_\_\_\_\_, 1991, and affirms the truth of the statements contained herein under penalties of perjury.

STATE OF NEW YORK)

COUNTY OF ERIE) ss.:

\_\_\_\_\_, being duly sworn, deposes and says that (s)he is the subscriber of the annexed Certificate of Incorporation and that to the best of his (her) information and belief no previous application had been made to any Justice of the Supreme Court for the approval of this certificate.

Notary Public:

Sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 1991.

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Commission expires

I, \_\_\_\_\_, a Justice of the Supreme Court of the State of New York in and for the Eighth Judicial District, do hereby approve the within Certificate of Incorporation of the AIDS Service Providers Consortium of Western New York, and I do hereby approve the filing thereof.

Dated: Buffalo, New York  
\_\_\_\_\_, 1991

\_\_\_\_\_  
Justice of the Supreme Court of the  
8th Judicial District of the State of  
New York.